

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : **Chapter 11**
:
Adelphia Communications Corp. et al., : **Case No. 02-41729 (REG)**
:
: **Jointly Administered**
Debtor. :
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**ORDER GRANTING FINAL APPLICATION OF UBS SECURITIES LLC
AND ALLEN & COMPANY LLC, AS MERGERS & ACQUISITIONS
FINANCIAL ADVISOR FOR THE DEBTORS, FOR (A) ALLOWANCE OF FINAL
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FROM
JULY 14, 2004 THROUGH JULY 31, 2006 AND (B) PAYMENT OF THE HOLDBACKS**

Upon consideration of the Final Application of UBS Securities LLC (“UBS”) and Allen & Company LLC (“Allen”), as Mergers & Acquisitions Financial Advisor for the Debtors, for (A) Allowance of Final Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From July 14, 2004 through July 31, 2006 and (B) Payment of the Holdbacks (together with a related Addendum to Final Fee Application filed by Allen on or about November 21, 2006, the “Application”);¹; and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and no responses having been filed with respect thereto; and sufficient cause having been shown therefore, it is hereby;

ORDERED that the Application is granted; and it is further

ORDERED that all requested fees and expenses set forth in the Application and Schedules A1 and A2 hereto are awarded on a final basis; and it is further

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

ORDERED that the Debtors are authorized to pay to UBS and Allen all unpaid amounts requested in the Application and set forth in Schedules A1 and A2 hereto; and it is further

ORDERED that in addition to the amounts set forth in Schedules A1 and A2 hereto, and without the need for any further application, hearing or order of this Court, the Debtors are authorized to pay to UBS and Allen upon the release of any Escrowed Funds to the Debtors, any increase in the Transaction Fee resulting from the release of such Escrowed Funds.

Dated: November 29, 2006
New York, New York

s/ Robert E. Gerber
THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE
SOUTHERN DISTRICT OF NEW YORK

SCHEDULE "A1"

Case Number: 02-41729 (REG)

Case Name: Adelphia Communications Corp. et al.,

CURRENT FEE PERIOD: JULY 14, 2004 THROUGH JULY 31, 2006²

Applicant	Date/Docket No. of Application	Fees Requested	Fees Awarded	Expenses Requested	Expenses Awarded
UBS Securities LLC ³	Date Filed - 11/01/06 #12398	\$19,937,931.36	\$19,937,931.36	\$707,896.10	\$707,896.10
Allen & Company LLC	Date Filed - 11/01/06 #12398	\$10,735,809.19	\$10,735,809.19	\$184,934.09	\$184,934.09

SCHEDULE A(1)

DATE: 11/29/2006

INITIALS: REG USBJ

² Pursuant to the annexed Order, in addition to the amounts set forth in Schedules A1 and A2 hereto, and without the need for any further application, hearing or order of this Court, the Debtors are authorized and directed to pay to UBS and Allen, within ten (10) days from the date that any Escrowed Funds are released to the Debtors, any increase in the Transaction Fee resulting from the release of such Escrowed Funds.

³ As set forth in the Application, UBS intended during the hearing on the Application (the "Hearing") to provide the Court with an estimate of additional legal fees and related expenses that were incurred by UBS and not included in the Application because of the date on which it was filed. Since there were no objections to the Application, the Hearing was subsequently cancelled by this Court. Thus, the expense amounts for UBS set forth herein reflect an additional \$25,139.59 in legal fees and related expenses (representing \$24,614.50 in legal fees and \$525.09 in related legal expenses) which were not previously included by UBS in the Application.

SCHEDULE "A2"

Case Number: 02-41729 (REG)

Case Name: Adelphia Communications Corp. et al.,

SUMMARY: ALL FEE PERIODS (INCLUDING THIS PERIOD)⁴

Applicant	Total Fees Requested	Total Fees Awarded	Total Expenses Requested	Total Expenses Awarded
UBS Securities LLC ⁵	\$19,937,931.36	\$19,937,931.36	\$707,896.10	\$707,896.10
Allen & Company LLC	\$10,735,809.19	\$10,735,809.19	\$184,934.09	\$184,934.09

SCHEDULE A(2)

DATE: 11/29/2006

INITIALS: REG USBJ

⁴ Pursuant to the annexed Order, in addition to the amounts set forth in Schedules A1 and A2 hereto, and without the need for any further application, hearing or order of this Court, the Debtors are authorized and directed to pay to UBS and Allen, within ten (10) days from the date that any Escrowed Funds are released to the Debtors, any increase in the Transaction Fee resulting from the release of such Escrowed Funds.

⁵ As set forth in the Application, UBS intended during the hearing on the Application (the "Hearing") to provide the Court with an estimate of additional legal fees and related expenses that were incurred by UBS and not included in the Application because of the date on which it was filed. Since there were no objections to the Application, the Hearing was subsequently cancelled by this Court. Thus, the expense amounts for UBS set forth herein reflect an additional \$25,139.59 in legal fees and related expenses (representing \$24,614.50 in legal fees and \$525.09 in related legal expenses) which were not previously included by UBS in the Application.